

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE JOINT APPLICATION OF BELLSOUTH)	
MOBILITY, INC., KENTUCKY CGSA, INC.,)	
LEXINGTON MSA LIMITED PARTNERSHIP, AND)	CASE NO.
LIN CELLULAR, INC. FOR APPROVAL OF THE)	89-309
MERGER OF BELLSOUTH MOBILITY, INC. INTO)	
LIN CELLULAR, INC.)	

O R D E R

On October 25, 1989, BellSouth Mobility, Inc. ("BMI"), Kentucky CGSA, Inc. ("KCGSA"), Lexington MSA Limited Partnership ("Lexington Partnership"), and LIN Cellular, Inc. ("LCI"), filed a joint application for the Commission's approval of the merger of BMI into LCI. KCGSA is a wholly-owned subsidiary of BMI and KCGSA owns 58 percent of and is the general partner in the Lexington Partnership. Approval of the proposed merger also would transfer KCGSA and its interest in the Lexington Partnership to LCI.

On November 7, 1989, BMI, KCGSA, Lexington Partnership, and LCI moved for leave to amend and supplement the joint application filed October 25, 1989. The motion is made pursuant to 807 KAR 5:001, Section 3(5), and to provide the Commission with the amended Agreement and Plan of Merger which is the basis for the original application. The Commission finds that such information is necessary to an informed decision in this case and should be a part of the record in this case.

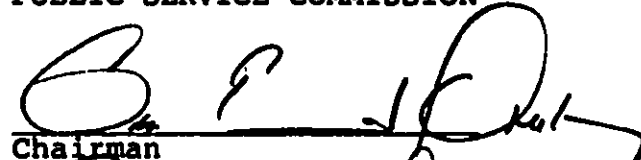
IT IS THEREFORE ORDERED that:

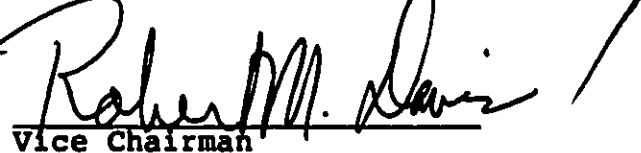
1. The motion to amend and supplement the joint application filed October 25, 1989 shall be and hereby is granted.

2. The amended portion of the joint application and the amended Agreement and Plan of Merger attached thereto as Exhibit 9-A which were filed with the motion shall be and hereby are made a part of the record in this case.

Done at Frankfort, Kentucky, this 30th day of November, 1989.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman

Commissioner

ATTEST:

Executive Director